

SGL (HOLDINGS) LIMITED

(Registered No 05172520)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH 2012



SGL (HOLDINGS) LIMITED

CONTENTS

<u>Page</u>	
3	Officers and professional advisers
4	Directors' report
7	Statement of directors' responsibilities
8	Independent auditors' report
10	Profit and loss account
11	Balance sheet
12	Reconciliation of movements in shareholders' funds
13	Notes to the financial statements

SGL (HOLDINGS) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

Directors

D J Wilman
B M Stringer
S B Withey

Offices

London

16th Floor, City Tower
40 Basinghall Street
London EC2V 3DE

Belfast

Kingsway
Dunmurry
Belfast BT17 9AF

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
United Kingdom
WC2N 6RH

Bankers

Lloyds Banking Group plc

Registered Office

1-5 Beaufort Road
Birkenhead
Merseyside
United Kingdom
CH41 1HQ

Registered Number

05172520

SGL (HOLDINGS) LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the Company together with the audited financial statements and independent auditors' report for the year ended 31st March 2012

BUSINESS REVIEW, PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The principal activity of the Company is that of investment in subsidiary undertakings

The directors consider the results of the Company to be satisfactory and expect the Company to maintain its present level of activity in the future

KEY PERFORMANCE INDICATORS ("KPIs")

The directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the Company

RESULTS AND DIVIDENDS

The Company made a loss of £6,755,000 (2011 £7,022,000) The directors do not recommend payment of a dividend for the year ended 31st March 2012 (2011 £Nil)

PRINCIPAL RISKS AND UNCERTAINTIES

The Company considers its principal risks to be the financial performance of its subsidiary companies and their ability to pay dividends This risk is managed through regular contact and monthly review with the subsidiary companies' executive teams The subsidiary companies consider their principle risk to be the loss of sales to a competitor and foreign currency exchange rates due to more than 79% of the subsidiaries' sales being outside the UK The directors are satisfied that the subsidiary companies manage these risks appropriately

FINANCIAL RISK MANAGEMENT

The Company's operations expose it to a variety of financial risks that include foreign exchange risk and interest rate risk

FOREIGN EXCHANGE RISK

The Company is exposed to some foreign exchange risk on its Euro and US Dollar borrowings While the Company has not used financial instruments to date to hedge foreign exchange exposure, this position is kept constantly under review

SGL (HOLDINGS) LIMITED

DIRECTORS' REPORT (continued)

INTEREST RATE RISK

The Company has both interest bearing assets and interest bearing liabilities. Interest bearing assets include amounts owed by group undertakings, which earn interest at a fixed rate. Interest bearing liabilities relate to bank loans, which bear interest at variable rates and expose the Company to interest rate cash flow risk. While the Company has not used financial instruments to date to hedge this exposure, this position is kept constantly under review.

GOING CONCERN

The Company has a net current liability position as at 31st March 2012. This is due to the amounts payable to its parent company. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to meet its obligations as they fall due and taking into account the availability of continuing support from its parent company, Survitec Group (Cayman Islands) Limited, the directors expect the Company to continue in operational existence for at least 12 months from the date of signing the financial statements. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

DIRECTORS

The directors holding office during the year, and up to the date of signing the financial statements, were

D J Wilman
D J Baxter (resigned 15th February 2012)
B M Stringer
S B Withey (appointed 1st February 2012)

DIRECTORS' INDEMNITIES

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

CHARITABLE AND POLITICAL DONATIONS

During the year the Company made no charitable or political donations (2011 £Nil)

SGL (HOLDINGS) LIMITED

DIRECTORS' REPORT (continued)

INDEPENDENT AUDITORS

Each person who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that he/she needs to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006

The Company has elected to dispense with the holding of annual general meetings, the laying of accounts before the Company in general meetings and the annual appointment of auditors PricewaterhouseCoopers LLP have expressed their willingness to continue in office

Approved by the Board and signed on its
behalf by



D J Wilman
Director

2nd July 2012

SGL (HOLDINGS) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

SGL (HOLDINGS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF **SGL (HOLDINGS) LIMITED**

We have audited the financial statements of SGL (Holdings) Limited for the year ended 31st March 2012 which comprise the profit and loss account, the balance sheet, the reconciliation of movement in shareholders' funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities on page 7 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31st March 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

SGL (HOLDINGS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
SGL (HOLDINGS) LIMITED (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Christopher Burns (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

2nd July 2012

SGL (HOLDINGS) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31st MARCH 2012

	<u>Note</u>	<u>2012</u> <u>Total</u> <u>£'000</u>	<u>2011</u> <u>Total</u> <u>£'000</u>
Other external charges		(542)	(295)
OPERATING LOSS		(542)	(295)
Net interest payable	4	(6,213)	(6,727)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(6,755)	(7,022)
Taxation on loss on ordinary activities	5	-	-
LOSS FOR THE FINANCIAL YEAR		(6,755)	(7,022)

All of the above results derive from continuing operations

The Company has no recognised gains or losses other than the results for the current year as disclosed above, accordingly a separate statement of total recognised gains and losses has not been included

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents

The notes on pages 13 to 21 form part of these financial statements

SGL (HOLDINGS) LIMITED

BALANCE SHEET

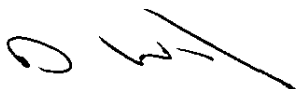
AT 31st MARCH 2012

	<u>Note</u>	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
FIXED ASSETS			
Investments	6	145,725	145,725
CURRENT ASSETS			
Debtors amounts falling due within one year	7	14,506	15,260
Cash at bank and in hand		<u>6</u>	<u>6</u>
		14,512	15,266
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	8	<u>(53,606)</u>	<u>(43,112)</u>
NET CURRENT LIABILITIES		<u>(39,094)</u>	<u>(27,846)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		106,631	117,879
CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	9	<u>(57,435)</u>	<u>(61,928)</u>
NET ASSETS		<u>49,196</u>	<u>55,951</u>
CAPITAL AND RESERVES			
Called up share capital	10	53,267	53,267
Share premium	11	45,985	45,985
Profit and loss account	11	<u>(50,056)</u>	<u>(43,301)</u>
TOTAL SHAREHOLDERS' FUNDS		<u>49,196</u>	<u>55,951</u>

The notes on pages 13 to 21 form part of these financial statements

The financial statements of SGL (Holdings) Limited, registered number 05172520, were approved by the Board of Directors and authorised for issue on 2nd July 2012

They were signed on its behalf by



D J Wilman
Director

SGL (HOLDINGS) LIMITED

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

FOR THE YEAR ENDED 31st MARCH 2012

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
Loss for the financial year	(6,755)	(7,022)
Opening shareholders' funds	55,951	62,973
Closing shareholders' funds	<u>49,196</u>	<u>55,951</u>

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. STATEMENT OF ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and previous year.

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards.

BASIS OF CONSOLIDATION

The financial statements contain information about SGL (Holdings) Limited as an individual Company and do not contain consolidated financial information as the parent of a group.

Consolidated accounts have not been prepared as allowed by Section 400 of the Companies Act 2006. The largest and smallest group in which the results of the Company are consolidated is that headed by Survitec Group (Finance 1) Limited.

GOING CONCERN

The Company has a net current liability position as at 31st March 2012. This is due to the amounts payable to its parent company. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to meet its obligations as they fall due and taking into account the availability of continuing support from its parent company, Survitec Group (Cayman Islands) Limited, the directors expect the Company to continue in operational existence for at least 12 months from the date of signing the financial statements. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

FOREIGN CURRENCY AND HEDGING

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing as at that date or if appropriate, at the forward contract rate.

RELATED PARTY TRANSACTIONS

As the Company is a wholly owned subsidiary of Survitec Group (Finance 1) Limited, the Company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Survitec Group (Finance 1) Limited, within which this Company is included, can be obtained from the address given in note 15.

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

1. STATEMENT OF ACCOUNTING POLICIES (continued)

TAXATION

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

INVESTMENTS

Fixed asset investments are shown at cost less provision for impairment

FINANCE COSTS

Costs of entering into new finance agreements are capitalised in the balance sheet and amortised through the profit and loss account over the term of the loan on a straight line basis

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee for the current year has been borne by Survitec Group (Cayman Islands) Limited, the ultimate parent company. If the amount had been recharged it would have been £12,000 (2011: £12,000).

3. INFORMATION ON DIRECTORS AND EMPLOYEES

Other than the directors there were no employees (2011: Nil). The directors received no emoluments during the year from the Company (2011: £Nil).

4. NET INTEREST PAYABLE

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
On bank loans and overdrafts	5,812	5,917
Amortisation of finance costs	2,164	2,150
Interest payable	7,976	8,067
Interest receivable from Group undertakings	(727)	(730)
Exchange gains arising on bank loans and long term intercompany receivables	(1,036)	(610)
Interest receivable	(1,763)	(1,340)
Net interest payable	6,213	6,727

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. TAXATION ON LOSS ON ORDINARY ACTIVITIES

There is no current or deferred taxation in either the current or prior year

The current tax charge for the year is higher (2011 higher) than the standard rate of corporation tax in the UK of 26% (2011 28%) The differences are explained below

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
Loss on ordinary activities before taxation	<u>(6,755)</u>	<u>(7,022)</u>
Current tax at 26% (2011 28%)	(1,756)	(1,966)
Effects of		
Expenses not deductible for tax purposes	39	2
Group relief surrendered	<u>1,717</u>	<u>1,964</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

Future tax changes

During the year, as a result of the change in the UK main corporation tax rate to 24% that was substantively enacted on 26 March 2012 and that will be effective from 1 April 2012, the relevant deferred tax balances have been re-measured

Further reductions to the UK corporation tax rate were announced in the March 2012 Budget The proposed reductions in the corporation tax rate, which are expected to be enacted separately each year, propose to reduce the rate by 1% per annum to 22% by 1 April 2014 These changes in the corporation tax rate from 24% to 22% had not been substantively enacted at the balance sheet date and, therefore, are not recognised in these financial statements

Deferred taxation not provided in the financial statements

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
Short term timing differences	(79)	(46)
Losses carried forward	<u>(6,621)</u>	<u>(7,173)</u>
	<u>(6,700)</u>	<u>(7,219)</u>

The deferred tax assets have not been recognised due to the uncertainty over their recovery The deferred tax assets will be recognised when it is considered more likely than not that there will be sufficient taxable profits from which the timing differences can be deducted

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. INVESTMENTS

**Shares in Group
undertaking
£'000**

Balance at 1st April 2011 and 31st March 2012 145,725

The investment represents 100% of the issued share capital of Survitec Group Limited. Details of the principal subsidiary undertakings are shown in Note 13 on page 20.

7. DEBTORS

**2012 2011
£'000 £'000**

Amounts falling due within one year

Amounts owed by Group undertakings 14,506 15,260

Amounts owed by Group undertakings are unsecured and receivable on demand £13,035,000 (2011 £13,035,000) of these balances bear interest at a rate of 5.25% per annum.

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

**2012 2011
£'000 £'000**

Bank loans net of financing costs £2,158,000
(2011 £2,164,000) (Note 12)

2,714 1,848

Amounts owed to Group undertakings

49,395 40,042

Other creditors

919 898

Accruals and deferred income

578 324

53,606 43,112

Amounts owed to Group undertakings are interest free, unsecured and repayable on demand.

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
Bank loans net of financing costs of £5,924,000 (2011 £8,082,000) (Note 12)	<u>57,435</u>	<u>61,928</u>

10. CALLED UP SHARE CAPITAL

ALLOTTED AND FULLY PAID

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
53,267,148 ordinary shares of £1 each	<u>53,267</u>	<u>53,267</u>

11. RESERVES

	<u>SHARE PREMIUM</u> <u>£'000</u>	<u>PROFIT</u> <u>AND LOSS</u> <u>ACCOUNT</u> <u>£'000</u>
At 1 st April 2011	45,985	(43,301)
Loss for the financial year	-	(6,755)
At 31 st March 2012	45,985	(50,056)

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

12. LOANS

Amounts repayable under the terms of loans at 31st March were

	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
Bank loans		
Secured		
Sterling loan at 4.75% above LIBOR	21,684	25,696
Sterling loan at 5.25% above LIBOR	8,925	8,925
Euro loan at 5.25% above EURIBOR	29,172	30,979
US Dollar loan at 5.25% above LIBOR	8,450	8,422
	<u>68,231</u>	<u>74,022</u>
Less issue costs	<u>(8,082)</u>	<u>(10,246)</u>
	<u>60,149</u>	<u>63,776</u>
	<u>2012</u> <u>£'000</u>	<u>2011</u> <u>£'000</u>
Bank loans are repayable as follows		
Repayable within one year	4,872	4,012
Repayable between one and two years	5,256	4,872
Repayable between two and five years	58,103	16,812
Repayable after more than five years	-	48,326
	<u>68,231</u>	<u>74,022</u>
Less issue costs	<u>(8,082)</u>	<u>(10,246)</u>
	<u>60,149</u>	<u>63,776</u>
Amounts due in less than one year	<u>2,714</u>	<u>1,848</u>
Amounts due after more than one year	<u>57,435</u>	<u>61,928</u>

Included in amounts repayable after more than 5 years is £NIL (2011: £NIL) payable by instalments

The Sterling loan at 4.75% above LIBOR is repayable in six monthly instalments in September and March with a final repayment on 23rd February 2016

The Sterling loan at 5.25% above LIBOR is repayable on 23rd February 2017

The Euro loan at 5.25% above EURIBOR is repayable on 23rd February 2017

The US Dollar loan at 5.25% above LIBOR is repayable on 23rd February 2017

The bank loans are secured by way of various fixed and floating charges over the assets of the Survitec Group (Cayman Islands) Limited

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

13. SUBSIDIARY UNDERTAKINGS

The principal subsidiary undertakings of the Company at 31st March 2012 are set out below Unless otherwise stated, the 100% interest in each undertaking is represented by equity capital and each undertaking operates from its country of incorporation, which if other than England and Wales is stated below

	<u>Country of incorporation</u>	<u>Principal activity</u>
Survitec Group Limited		Inflatable life saving equipment, specialised submarine escape equipment and pilot flight equipment
#* RFD Beaufort Limited		Inflatable life saving equipment, specialised submarine escape equipment and pilot flight equipment
#* RFD Limited		Inflatable life saving equipment
#* Beaufort Air-Sea Equipment Limited		Specialised submarine escape equipment and pilot flight equipment
#* Lifeguard Equipment Limited		Inflatable life saving equipment and specialised clothing
* Survival-One Limited		Rental and sales of survival suits to the offshore oil and gas industry
* Seawether Aviation Services Limited		Sales and service of aviation safety equipment
* Seawether Holdings Limited		Holding Company
* Seawether Marine Services Limited		Sales and service of marine safety equipment
* Survitec Survival Products, Inc	USA	Sales and service of marine safety equipment
* RFD Beaufort Inc	USA	Inflatable life saving equipment
* DSB Deutsche Schlauchboot GmbH	Germany	Inflatable liferafts, boats and special products
* Eurovinil S p A	Italy	Inflatable liferafts and large inflatable buildings
* RFD (Australia) Pty Limited	Australia	Sales and service of marine safety equipment
* RFD New Zealand Limited	New Zealand	Sales and service of marine safety equipment
* RFD Japan Limited (80%)	Japan	Sales and service of marine safety equipment
* W H Brennan & Co (Private) Limited	Singapore	Sales and service of marine safety equipment
* W H Brennan (Hong Kong) Limited	Hong Kong	Sales and service of marine safety equipment
* W H Brennan (Shanghai) Co Limited	China	Sales and service of marine safety equipment
* SurvitecKorea Co Limited	Korea	Sales and service of marine safety equipment
* RFD France S A S	France	Sales and service of marine safety equipment
* Survitec Service & Distribution Limited		Sales and service of marine safety equipment
* Survitec Service & Distribution S L	Spain	Sales and service of marine safety equipment
* Survitec Service & Distribution N V	Belgium	Sales and service of marine safety equipment
* Survitec Service & Distribution GmbH	Germany	Sales and service of marine safety equipment
* Survitec Service & Distribution BV	Netherlands	Sales and service of marine safety equipment
* Survitec SAS	France	Inflatable life saving equipment
* DBC Marine Safety Systems Ltd	Canada	Inflatable life saving equipment
* The share capital of these companies was held by subsidiary undertakings of the Company		
# The business assets and liabilities of RFD Beaufort Limited, RFD Limited, Beaufort Air-Sea Equipment Limited and Lifeguard Equipment Limited are owned by Survitec Group Limited and these companies trade as agents for that company		

The Company has taken advantage of the exemption under Section 410 of the Companies Act 2006 and presents above only those undertakings whose results or financial position significantly affected the figures in these financial statements

SGL (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

14. CONTINGENT LIABILITIES

The Company has cross-guaranteed the repayment of bank loans and overdrafts of certain entities in the Survitec Group (Cayman Islands) Limited group amounting to £174,921,733 (2011 £132,762,422)

15. ULTIMATE PARENT COMPANY

Survitec Group (Cayman Islands) Limited is the Company's ultimate parent undertaking, which is registered and incorporated in the Cayman Islands. The largest and smallest group in which the results of the Company are consolidated is that headed by Survitec Group (Finance 1) Limited.

Copies of the accounts of Survitec Group (Finance 1) Limited are available from the Company Secretary c/o Survitec Group Limited, Kingsway, Dunmurry, Belfast, BT17 9AF.

16. ULTIMATE CONTROLLING PARTY

The Company is a portfolio company of funds (the "Warburg Pincus Funds") advised and managed by Warburg Pincus LLC, a private equity firm organised in the United States of America. The Warburg Pincus Funds are Warburg Pincus Private Equity X, LP and Warburg Pincus X Partners, LP. The Warburg Pincus Funds hold 89.3% of the ordinary shares of the Company's parent undertaking, Survitec Group (Cayman Islands) Limited, and jointly have a controlling interest in the Group.

17. CASHFLOW STATEMENT

Under Financial Reporting Standard 1 (Revised), the Company is exempt from the requirement to prepare a cashflow statement on the grounds that it is a wholly owned subsidiary undertaking, and included in the consolidated cash flow statement of Survitec Group (Finance 1) Limited.